



Iowa Volleyball Region



8170 Hickman Rd Ste. 5
Clive, IA 50325
P: 515-727-1860
F: 515-727-1861

Region By-laws
Amended September 12, 2013

Iowa Region By-Laws



4600 Park Ave, Suite 201
Des Moines, IA 50321-1367

Phone: 515-727-1860
FAX: 515-727-1861
E-mail: office.mail@iavbreg.org Web Site: www.iavbreg.org



BY-LAWS OF THE IOWA REGION

Adopted: January 8, 1984, Board of Directors
Amended: September 16, 1985, Board of Directors
February 15, 1986, Board of Directors
March 11, 1988, Board of Directors
February 17, 1991, Board of Directors
July 23, 1993, Board of Directors
September 1, 2000, Board of Directors

ARTICLE I - NAME

1.01 The name of the corporation shall be the USA Volleyball - Iowa Region.

ARTICLE II - OFFICES

2.01 The principal office of the Corporation shall be within the State of Iowa, at a location designated by the Board of Directors.

ARTICLE III - PURPOSE

3.01 The purpose for which the Corporation is organized is to foster local, regional, national and international amateur volleyball competition. In furtherance of this main purpose, the following sub-purposes are set forth:
A. To represent the USA Volleyball in its regional programs within the geographical boundaries as defined by USA Volleyball.
B. To promote widespread interest in the sport of volleyball, to increase the number of participants in the sport, and develop skillful playing of the game. Involvement shall be solicited from all those seeking participation Regardless of race, creed, religion or ethnic background.
C. To conduct tournaments, training programs, camps and officials' clinics, as well as, other volleyball programs related to the specific and primary purposes of this Corporation.

ARTICLE IV - DEDICATION OF ASSETS

4.01 The properties and assets of this non-profit Corporation are irrevocably dedicated to fostering amateur volleyball sport competition. No part of the net earnings, properties or assets of this Corporation shall inure to the benefit of any private person or individual.
4.02 In the event of dissolution of this non-profit corporation, all remaining assets will be given to the USVBA organization to be held in the general fund to be used to start up a new volleyball organization in this area.

ARTICLE V - MEMBERSHIP

5.01 The qualification for membership in the Iowa Region shall be:
A. an active member in good standing in the Iowa Region and
B. has paid required individual dues for the current fiscal year of the Iowa Region

ARTICLE VI - FISCAL YEAR

6.01 The fiscal year of this Corporation shall begin September 1 and end on August 31.

ARTICLE VII - BOARD OF DIRECTORS

7.01 **Membership of the Board of Directors.** The membership on the Board of Directors shall be open to all persons who are interested in furthering the purposes of this Corporation as expressed in Article III of these By-laws.
7.02 **Qualifications.** All Board members, including representatives of the special interest groups, are required to be members of the Iowa Region.
7.03 **Board Descriptions.** The Iowa Region Board of Directors will be the governing body over the operations of the Iowa Region. The Board will consist of four (4) District Directors and four (4) At-Large Directors.
A. **Chairperson of the Board.** A Chairperson will be elected by a majority vote of the Board, to call for and preside over board meetings. All members of the Board, except the Commissioner, are eligible for this office.

- B. **Vice-Chairperson.** A Vice-Chairperson will be elected by a majority vote of the Board, to preside over board meetings in the absence of the Chairperson of the Board.
- C. **Secretary.** A Secretary will be elected by a majority vote of the Board. This office has the responsibility of preserving in the books of the corporation true and complete minutes of the proceedings of all board meetings and keeps a register of the mailing addresses of all the board members.
- D. **Treasurer.** A Treasurer will be elected by a majority vote of the Board. This office will be responsible for keeping the books of the corporation, disbursing funds at the direction of the Board, timely filing of tax returns and shall provide annual financial statements to the Board and such periodic reports that may be required by the Board of USA Volleyball.
- E. **Commissioner.** A Commissioner will be selected by a Board appointed Personnel Committee and contracted with the Board per their approval. The terms and conditions of this contract shall be developed by the Personnel Committee approved by the Board. The Commissioner shall have general management responsibilities of the business of the Corporation and shall carry out all orders and resolutions of the Board. The Commissioner shall select the staff to perform the needed operations of the Corporation. The Commissioner is not a member of the Board cannot vote and may not serve as an officer of the Board.
- F. **At-Large Director.** This position will represent the Region as a whole at all Board meetings. These four (4) Board members will be elected by the general membership to represent the Region as a whole.
- G. **District Director.** This position will represent his or her district of the Region at all Board meetings. There will be four districts within the Iowa Region as defined by the Board according to geographics. The general membership of each District will elect their District Director.
- H. **Special Interest Group Representative.** These positions are ex-officio Board members who will represent his or her specific group at meetings as needed. There will be four special interest groups represented consisting of YMCA, Iowa Park and Recreation, college and high school. The groups to be represented on the Board may be changed by a majority vote of the Board, effective at the next Board meeting. The representatives of the special interest groups will be selected by the Chairperson of the Board and approved by the Board before being able to serve.
- I. **Executive Committee.** An Executive Committee will consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board. This committee will be responsible for any Board action taken between meetings. They shall get Board approval on any items that require a decision of the Board as stated in these By-laws. They will also be responsible for assembling any information required to be covered in a Board meeting. The Executive Committee can call on the input of other Iowa Region members (i.e. Commissioner) to aid the Executive Committee.

7.04 **Term of Office**

The term of office for all elected Directors beginning May 1, 1991 shall be as follows:

1. Northeast District, a one (1) year term;
 2. Northwest District, a two (2) year term;
 3. Southwest District, a one (1) year term;
 4. Southeast District, a three (3) year term;
 5. One At-Large Director for a one (1) year term;
 6. One At-Large Director for a two (2) year term;
 7. One At-Large Director for a two (2) year term;
 8. One At-Large Director for a three (3) year term.
- The term of office thereafter shall be three (3) years.

ARTICLE VIII - GOVERNMENT

8.01 **Powers**

- A. **General Corporate Powers.** Subject to any limitations in the Article of Incorporation and these By-laws relating to action required to be approved by the Directors, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. None of the following actions may be taken without prior approval of the Board of Directors.
- B. **Specific Actions.** Without prejudice to the Board's general powers and subject to the same limitations, the Board shall have the power to:
 1. **Select and remove all officers,** agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these By-laws; and fix their compensation.
 2. **Change the principal executive office** or the principal business office in the State of Iowa from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of Iowa for the holding of any member's meeting or meetings, including annual meetings.
 3. **Borrow money and incur indebtedness** on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.
 4. **To enter into contracts** or any other agreement to receive or render service of product on behalf of the Corporation and cause to be executed and delivered for the Corporation's purpose.

5. **Provide for the incorporation of an additional corporation**, at the direction of USA Volleyball or their own initiative, to represent USA Volleyball in its regional programs within the geographic boundaries defined for this Corporation by USA Volleyball.
- 8.02 **Action without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the Directors consent in writing to that action. Such action by written consent shall have the same force and effect as a majority vote at a regular meeting of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- 8.03 **Assets**
- A. **Checking Accounts.** All bank checks drawn against the Corporation's checking accounts shall be signed by the Treasurer or by such other person or persons as the Board of Directors may designate.
 - B. **Documents.** Deeds, mortgages, leases and contracts must be signed by both the President and the Treasurer or by such other person or persons as the Board of Directors may authorize. No deed, mortgage, leases or contracts may be entered into without the prior approval of the Board of Directors.
 - C. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
 - D. **Funds.** All funds of the Corporation not otherwise employed shall be deposited as received in the Corporation's checking account or in a savings account with such bank or banks or other depositories as the Board of Directors may select.
- 8.04 **Fees and Compensation.** Directors may or may not receive compensation for their services and reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable.
- 8.05 **Meeting**
- A. **Meetings Held.** The Board of Directors shall meet a minimum of two times a year at a place to be determined by the Chairperson of the Board.
 - B. **Calling of Meetings.** The Chairperson of the Board will call all regular meetings giving at least seven days notice to all Directors.
 - C. **Special.** A special meeting of the Board of Directors may be held upon giving at least seven days written notice and at a time and place determined by the Chairperson of the Board or any three Board members.
- 8.06 **Quorum.** To have a quorum one-third of all the legal Board members who are currently serving on the Board of Directors must be present.
- 8.07 **Rules of Order.** The meetings and proceedings of this Board shall be conducted in accordance with *Robert's Rules of Order* (Revised) for parliamentary procedure, except as is otherwise provided by the By-laws or agreed upon by the Board of Directors.
- 8.08 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by nomination from any other Board member, subject to approval of the majority of the Board of Directors. The new member of the Board shall serve only the unexpired term of his/her predecessor.
- A. **Removal of Board of Director Member.** Any current member of USA Volleyball Iowa Region upon ten (10) days notification in writing to the Chairperson and accompanied by a petition signed by twenty-five (25) current Iowa Region members, may appear on the agenda of the next Board meeting and in a presentation not to exceed fifteen (15) minutes state their case for removal of a Board member. The Chairperson will notify the Board member in writing that his/her position is being challenged at the upcoming meeting. The challenged Board member also will be given a time not to exceed fifteen (15) minutes for rebuttal. The matter will then be voted upon. The vote for removal of a Board member must be at least two-thirds of the Board members present.
 - B. **Resignation of a Board of Directors Member.** Any Board member may resign at any time by giving written notice to the Chairperson. A resignation from the Chairperson must be sent to the Secretary. Any resignation shall take effect at the date of the receipt of that notice or any later time specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Board member is a party.
 - C. **Director Missing Meetings.** Any Director missing from more than fifty (50) percent annually (May 1 through April 30) of all general and special Board meetings shall be subjected to removal from the Board, with a vote of at least two-thirds of the Board.
- 8.09 **Voting.** Each member of the Board, except the Special Interest Group Representatives, shall have one vote at Board meetings. Special Interest Group Representatives shall not have voting privileges. No cumulative voting shall be permitted. Voting may be by written, hand or oral ballot. Motions will be passed by a majority vote of the board quorum present.
- 8.10 **Waiver of Notice.** Transactions of any meeting of the Board of Directors, however called and noticed or whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if:
1. A quorum is present, or
 2. Either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes.

The waiver of notice or consent must specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends a meeting without protesting before or at its commencement about the lack of adequate notice.

ARTICLE IX - COMMITTEES

The Corporation may have, at the discretion of the Board of Directors, committees as it deems necessary for the proper conduct of the affairs of the Corporation. The Chairperson of all committees shall be appointed by the Chairperson of the Board of the Iowa Region with approval of the Board. Each committee shall have such powers and shall perform such duties delegated and assigned to the committee by the Board of Directors. Minutes shall be kept of each meeting of the Committee and shall be filed with the corporate records. All matters transacted by the committee in the name of the Corporation shall be submitted and ratified by the Board of Directors at its next regular or special meeting. Memberships of any such committee shall include at least one (1) member of the Board of Directors. The term of office of each committee member shall be one (1) year.

ARTICLE X - ELECTION OF BOARD

10.01 Nominations

- A. Any member of the Iowa Region in good standing shall be eligible to hold office. A nominating committee shall be appointed by the Chairperson of the Board and consist of at least two (2) members of the Board and two (2) members of the general membership not serving for election to the Board of Directors.
- B. Ninety (90) days notice must be provided to all members of the Iowa Region that nominations will be accepted for elected positions. Nominations for any office must be made to the Chairperson of the Nominating Committee sixty (60) days prior to the balloting. In the event an office has no nominees the sixty (60) day requirement may be waived for that office.
- C. For the first election the Commissioner shall select a Nominating Committee which shall consist of three (3) Board members and two (2) general members of the Iowa Region. This first regional election to be held April of 1984. Thereafter, the selection of the Nominating Committee shall be done by the Chairperson of the Board.

10.02 Election. The election of the Board of Directors shall be held no later than the spring regional meeting.

ARTICLE XI - AMENDMENT OF BYLAWS

These By-laws may be amended by a two-thirds approval vote of the Board at any regular or special meeting. Proposed changes must be presented to the Board members at least seven (7) days prior to the meeting.